

IN THE UNITED STATES DISTRICT COURT
FOR THE WESTERN DISTRICT OF TEXAS
AUSTIN DIVISION

MARC OPPERMAN, et al.,

Plaintiffs,

vs.

PATH, INC., et al.,

Defendants.

Civil Action No. 1:12-cv-00219-SS

CLASS ACTION

DECLARATION OF SANDEEP N. SOLANKI IN SUPPORT OF
JOINT MOTION TO TRANSFER VENUE

Sandeep N. Solanki hereby declares under penalty of perjury as follows:

1. I am Lead Litigation Counsel at Facebook, Inc. (“Facebook”). I submit this Declaration in support of Defendant Facebook’s Motion to Transfer Venue Pursuant to 28 U.S.C. § 1404(a). Except as otherwise noted, this declaration is based on my personal knowledge and my review of Facebook’s records. If called upon to testify as to the facts set forth in this declaration, I could and would competently testify thereto.

2. Facebook is a Delaware corporation with its headquarters and principal place of business in Menlo Park, California. Facebook employs more than 3,000 individuals worldwide, over 2,000 of who work in Facebook’s Menlo Park office in California. The Menlo Park office is located in San Mateo County, which is encompassed within the Northern District of California.

3. I have reviewed a copy of Plaintiffs’ Second Amended Complaint (“SAC”). Plaintiffs assert that Facebook is jointly and severally liable for certain actions of Gowalla, Inc. (“Gowalla”) based on the following allegations (all of which Plaintiffs allege “[o]n information and belief”): that Facebook acquired Gowalla, Inc. in or about December 2011 (*id.* ¶ 276); that Facebook was aware of “the Gowalla App’s surreptitious user-address book upload functionalities” as a result of Facebook’s “pre-acquisition due diligence” regarding Gowalla (*id.* ¶ 277); that Facebook continued to offer the Gowalla App until on or about March 12, 2012 (*id.* ¶278); and that Facebook knowingly aided and abetted Gowalla’s allegedly wrongful acts during the time period between December 2011 and March 12, 2012 (*id.* ¶ 279). Plaintiffs also allege that Facebook acquired Gowalla for “less than equivalent value.” (*Id.* ¶ 280.)

4. Based on my personal knowledge as well as discussions with other knowledgeable individuals within Facebook, the current Facebook employees who were

primarily involved in the Gowalla transaction and any subsequent decisions regarding the Gowalla App all work and/or reside in the Northern District of California. Additionally, to the best of my current knowledge, almost all of the significant decisions and conduct that appear to be relevant to the allegations in this case took place in the Northern District of California, and nearly all relevant documents and records are located and accessible there.

5. To the best of my current knowledge, Facebook has less than 200 employees—primarily sales, account management, recruiting, and user and risk operations staff—who work in its Austin, Texas office. To the best of my current knowledge, the employees likely to have discoverable information in this case do not work in Facebook's Austin, Texas office.

I declare under penalty of perjury that the foregoing is true and correct.

Executed on October 9, 2012, at Menlo Park, California.



Sandeep N. Solanki

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CERTIFICATE OF SERVICE

I hereby certify that on October 12, 2012, I electronically filed the foregoing with the Clerk of Court using the CM/ECF system which will send a notice of electronic filing to all counsel of record who have consented to electronic notification. I further certify that I mailed the foregoing document and the notice of electronic filing by first-class mail to all non-CM/ECF participants.

/s/ Michael H. Page

Michael H. Page